

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHAT FASHIONS LLC,

Plaintiff,

-against-

VICTORIA'S SECRET STORES BRAND
MANAGEMENT, INC.,

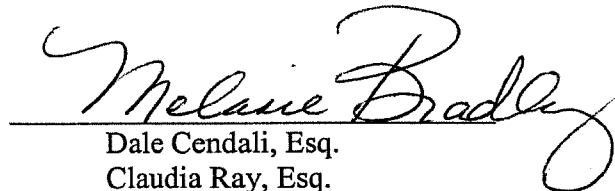
Defendant.

08 CV 02745 (RMB)

**MOTION FOR SUBSTITUTION OF
COUNSEL**

Defendant Victoria's Secret Stores Brand Management, Inc. ("Victoria's Secret"), hereby moves for an Order, pursuant to Local Civil Rule 1.4, substituting O'Melveny & Myers LLP for Colucci & Umans as attorneys of record for Victoria's Secret in the above-captioned matter. In support of this motion, Victoria's Secret submits the following papers: Notice of Substitution of Counsel on Consent for Plaintiff Victoria's Secret Stores Brand Management, Inc., Declaration of Dale Cendali in Support of the Notice of Substitution of Counsel, and a Proposed Order for Substitution of Counsel.

Dated: June 4, 2008
New York, New York



Dale Cendali, Esq.
Claudia Ray, Esq.
Melanie Bradley, Esq.
O'MELVENY & MYERS LLP
Times Square Tower
7 Times Square
New York, NY 10036
(212) 326-2000
Fax: (212) 326-2061

Attorneys for Defendant
Victoria's Secret Stores Brand Management,
Inc.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHAT FASHIONS, LLC,

Plaintiff,

-against-

VICTORIA'S SECRET STORES BRAND
MANAGEMENT, INC.,

Defendant.

08 CV 02745 (RMB)

**NOTICE OF SUBSTITUTION
OF COUNSEL ON CONSENT FOR
DEFENDANT VICTORIA'S SECRET
STORES BRAND MANAGEMENT, INC.**

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE that Defendant Victoria's Secret Stores Brand Management, Inc. substitutes as its counsel and attorney of record in this matter O'MELVENY & MYERS LLP in the place and stead of COLUCCI & UMANS. All papers in this matter should henceforth be served upon O'MELVENY & MYERS LLP, at the address listed below.

As evidenced below, the undersigned consent to the substitution and certify that this substitution will not delay the proceedings in this matter. Facsimile signatures shall be deemed original for the purposes of this Notice.

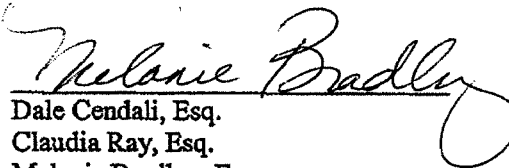
Dated: May 29 2008
New York, New York

VICTORIA'S SECRET STORES BRAND
MANAGEMENT, INC.



Carol Matorin
Senior Vice President and Senior Counsel
Victoria's Secret Stores Brand Management,
Inc.
1740 Broadway
26th Floor
New York, New York 10019
Tel: (212) 884-3477

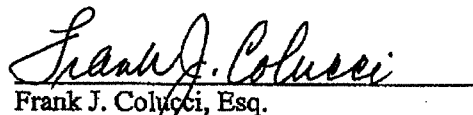
O'MELVENY & MYERS LLP



Dale Cendali, Esq.
Claudia Ray, Esq.
Melanie Bradley, Esq.
O'Melveny & Myers LLP
Times Square Tower
7 Times Square
New York, NY 10036
Tel: (212) 326-2000
Fax: (212) 326-2061

Attorneys for Defendant
Victoria's Secret Stores Brand Management,
Inc.

COLUCCI & UMANS



Frank J. Colucci, Esq.
Colucci & Umans
218 East 50th Street
New York, NY 10022-7681
Tel: (212) 935-5700
Fax: (212) 935-5728

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHAT FASHIONS LLC,

Plaintiff,

-against-

VICTORIA'S SECRET STORES BRAND
MANAGEMENT, INC.,

Defendants.

08 CV 02745 (RMB)

[PROPOSED] ORDER

UPON the Notice of Substitution of Counsel on Consent for Defendant, Victoria's Secret Stores Brand Management, Inc. ("Victoria's Secret"), executed by prior counsel Frank J. Colucci of Colucci & Umans, by Carol Matorin of Victoria's Secret, and Dale Cendali of O'Melveny & Myers LLP; and upon the supporting Declaration of Dale Cendali, dated June 4, 2008;

IT IS ORDERED that O'Melveny & Myers LLP be substituted for Colucci & Umans as attorneys of record for Victoria's Secret.

IT IS FURTHER ORDERED that the appearance of O'Melveny & Myers LLP as counsel in this case shall be entered on the Court's docket. A notation of Dale Cendali, Claudia Ray and Melanie Bradley of O'Melveny & Myers LLP, located at Times Square Tower, 7 Times Square, New York, NY 10036, will be made on the roll of attorneys for the above-captioned case.

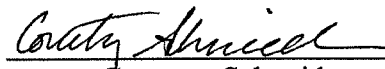
IT IS FURTHER ORDERED that a copy of this Order shall be served upon all counsel of record in this case.

Dated: June __, 2008
New York, New York

Honorable Richard M. Berman
United States District Judge

CERTIFICATE OF SERVICE

I, Courtney Schneider, an attorney at O'Melveny & Myers LLP, certify that on June 4, 2008, I caused to be served by mail and electronic mail on all counsel of record listed below, in an action pending in the United States District Court, Southern District of New York, styled *Phat Fashions LLC v. Victoria's Secret Stores Brand Management, Inc.*, 08 Civ. 02745 (RMB), true and correct copies of the Motion for Substitution of Counsel, Notice of Substitution of Counsel on Consent for Defendant, Victoria's Secret Stores Brand Management, Inc., and a Proposed Order.


Courtney Schneider

To:

Carol Matorin
Senior Vice President and Senior Counsel
Victoria's Secret Stores Brand Management, Inc.
1740 Broadway
26th Floor
New York, New York 10019
Tel: (212) 884-3477

Frank J. Colucci, Esq.
Colucci & Umans
218 East 50th Street
New York, New York 10022-7687
Tel: (212) 935-5700
Fax: (212) 935-5728

Brad D. Rose, Esq.
Ilene S. Farkas, Esq.
Nicole E. Kaplan, Esq.
Philip R. Hoffman, Esq.
Pryor Cashman LLP
410 Park Avenue
New York, New York 10022
(212) 421-4100
Attorneys for Plaintiff,
Phat Fashions, LLC